

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN

THE WEATHER UNDERGROUND, INC.,
a Michigan corporation,

Plaintiff,

vs.

Case No. 2:09-CV-10756
Hon. Marianne O. Battani

NAVIGATION CATALYST SYSTEMS, INC.,
a Delaware corporation; CONNEXUS CORP.,
a Delaware corporation; FIRSTLOOK, INC.,
a Delaware corporation; and EPIC MEDIA
GROUP, INC., a Delaware corporation,

Defendants.

Enrico Schaefer (P43506)
Brian A. Hall (P70865)
TRAVERSE LEGAL, PLC
810 Cottageview Drive, Unit G-20
Traverse City, MI 49686
231-932-0411
enrico.schaefer@traverselegal.com
brianhall@traverselegal.com
Lead Attorneys for Plaintiff

Anthony P. Patti (P43729)
HOOPER HATHAWAY, PC
126 South Main Street
Ann Arbor, MI 48104
734-662-4426
apatti@hooperhathaway.com
Attorneys for Plaintiff

William A. Delgado
WILLENKEN WILSON LOH & DELGADO
LLP
707 Wilshire Boulevard, Suite 3850
Los Angeles, CA 90017
(213) 955-9240
williamdelgado@willenken.com
Lead Counsel for Defendants

Nicholas J. Stasevich (P41896)
Benjamin K. Steffans (P69712)
BUTZEL LONG, P.C.
150 West Jefferson, Suite 100
Detroit, MI 48226
(313) 225-7000
stasevich@butzel.com
steffans@butzel.com
Local Counsel for Defendants

DECLARATION OF WILLIAM A. DELGADO IN SUPPORT OF DEFENDANTS'
COUNSELS' MOTION TO WITHDRAW

I, William A. Delgado, declare as follows:

1. I am over the age of eighteen and am lead counsel for Defendants in this matter. I have personal knowledge of the facts stated herein except where stated on information and belief, and, as to those matters, I believe them to be true.

2. On March 9, 2009, Defendants Connexus Corporation, Firstlook, Inc. and Navigation Catalyst Systems, Inc. (collectively “Connexus”) entered into a written agreement (i.e., an engagement letter) with Willenken Wilson Loh & Lieb LLP (“Willenken Firm”) pursuant to which the Willenken Firm would provide Connexus with legal representation in this matter.

3. The Willenken engagement letter specifically provided that the Willenken Firm would withdraw in the event of nonpayment of its legal fees.

4. On January 25, 2010, Connexus entered into a written agreement (i.e., an engagement letter) with Butzel Long P.C. (“Butzel”) pursuant to which the Butzel Firm would provide Connexus with legal representation in this matter, particularly as local counsel.

5. The Butzel engagement letter specifically provided that the Butzel Firm would withdraw in the event of Connexus failed to comply with its obligations under the agreement, including payment of firms.

6. Since 2011, Connexus has failed to pay certain outstanding legal fees and expenses to both Willenken and Butzel. Defendants’ Counsel has already advanced the costs of various out-of-pocket expenses for which payment likely will never be realized.

7. Throughout 2012, the Willenken Firm and Connexus have attempted to structure various payment plans pursuant to which Connexus would make certain payments so that the Willenken Firm would not need to withdraw from this matter.

8. Connexus has not abided by the various payment plans and has been unable to pay past-due amounts or provide a trial retainer in this matter.

9. In March 2012, I informed David Graff that failure to pay legal fees and expenses would result in the Willenken Firm seeking permission to withdraw as counsel in this matter.

10. In April 2012, David Graff confirmed that, in the event the Willenken Firm withdrew as counsel because Connexus had been unable to make requisite payments under an agreed-upon payment structure, Connexus would not object to the withdrawal.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 7th day of May 2012 at Los Angeles, California.

/s/William A. Delgado

William A. Delgado

CERTIFICATE OF SERVICE

I hereby certify that on May 7, 2012, I electronically filed the foregoing paper with the Court using the ECF system which will send notification of such filing to the following:

Enrico Schaefer (P43506)
Brian A. Hall (P70865)
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810 Cottageview Drive, Unit G-20
Traverse City, MI 49686
231-932-0411
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williamdelgado@willenken.com
Lead Counsel for Defendants

/s/William A. Delgado

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